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**UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF NEVADA**

13 In re: Case No.: BK-22-10942-MKN
14 J & J CONSULTING SERVICES, INC., Chapter 11
15 Debtor. Date: OST PENDING
Time: OST PENDING

**DECLARATION OF BENJAMIN J. STEELE IN SUPPORT OF DEBTORS'
APPLICATION FOR APPOINTMENT OF KROLL RESTRUCTURING
ADMINISTRATION LLC AS CLAIMS, NOTICING AND SOLICITATION AGENT**

I, Benjamin J. Steele, under penalty of perjury, declare as follows:

20 1. I am a Managing Director of Kroll Restructuring Administration LLC (“**Kroll**”),¹
21 a chapter 11 administrative services firm whose headquarters are located at 55 East 57th Street,
22 17th Floor, New York, New York 10055. Except as otherwise noted, I have personal knowledge
23 of the matters set forth herein, and if called and sworn as a witness, I could and would testify
24 competently thereto.

²⁷ ²⁸ ¹ Effective March 29, 2022, Prime Clerk LLC changed its name to Kroll Restructuring Administration LLC. There has not been any change in the company's leadership, ownership, or organizational structure.

1 2. This Declaration is made in support of the above-captioned debtor's *Application*
 2 *for Appointment of Kroll Restructuring Administration LLC as Claims, Noticing and Solicitation*
 3 *Agent*, which was filed contemporaneously herewith (the "**Application**").²

4 3. Kroll is comprised of leading industry professionals with significant experience in
 5 both the legal and administrative aspects of large, complex chapter 11 cases. Kroll's professionals
 6 have experience in noticing, claims administration, solicitation, balloting, and facilitating other
 7 administrative aspects of chapter 11 cases and experience in matters of this size and complexity.
 8 Kroll's professionals have acted as debtor's counsel or official claims and noticing agent in many
 9 large bankruptcy cases in various districts nationwide. Kroll's active and former cases include:
 10 *EB Holdings II, Inc.* No. 19-16364 (MKN) (Bankr. D. Nev.); *Lucky Dragon Hotel & Casino, LLC*,
 11 No. 18-10792 (MKN) (Bankr. D. Nev.); *Seadrill New Finance Limited*, No. 22-90001 (DRJ)
 12 (Bankr. S.D. Tex.); *Carlson Travel, Inc.*, No. 21-90017 (MI) (Bankr. S.D. Tex.); *Basic Energy*
 13 *Services, Inc.*, No. 21-90002 (DRJ) (Bankr. D.R.J.); *Sundance Energy, Inc.*, No. 21-30882 (DRJ)
 14 (Bankr. S.D. Tex.); *Alto Maipo Delaware LLC*, No. 21-11507 (KBO) (Bankr. D. Del.);
 15 *Mallinckrodt plc*, No. 20-12522 (JTD) (Bankr. D. Del.); *The Hertz Corporation*, No. 20-11218
 16 (MFW) (Bankr. D. Del.); *Grupo Posadas S.A.B. de C.V.*, No. 21-11831 (SHL) (Bankr. S.D.N.Y.);
 17 *GTT Communications, Inc.*, No. 21-11880 (MEW) (Bankr. S.D.N.Y.); *GBG USA Inc.*, No. 21-
 18 11369 (MEW) (Bankr. S.D.N.Y.); and *PG&E Corporation*, No. 19-30088 (DM) (Bankr. N.D.
 19 Cal.).

20 4. As agent and custodian of Court records pursuant to 28 U.S.C. § 156(c), Kroll will
 21 perform, at the request of the Office of the Clerk of the Bankruptcy Court (the "Clerk"), the
 22 services specified in the Application and the Engagement Agreement, and, at the Debtor's request,
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28 ² Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Application.

1 any related administrative, technical, and support services as specified in the Application and the
 2 Engagement Agreement. In performing such services, Kroll will charge the Debtor the rates
 3 set forth in the Engagement Agreement, which is attached as **Exhibit 2** to the Application.

4 Kroll represents, among other things, the following:

5 (a) *Kroll, its members and employees are not and were not, within two years before the date of the filing of these chapter 11 cases, creditors, equity security holders, insiders or employees of the Debtor;*

6 (b) *Kroll will not consider itself employed by the United States government and shall not seek any compensation from the United States government in its capacity as the Claims and Noticing Agent in these chapter 11 cases;*

7 (c) *By accepting employment in these chapter 11 cases, Kroll waives any rights to receive compensation from the United States government in connection with these chapter 11 cases;*

8 (d) *In its capacity as the Claims and Noticing Agent in these chapter 11 cases, Kroll will not be an agent of the United States and will not act on behalf of the United States;*

9 (e) *Kroll will not employ any past or present employees of the Debtor in connection with its work as the Claims and Noticing Agent in these chapter 11 cases;*

10 (f) *Kroll is a “disinterested person” as that term is defined in section 101(14) of the Bankruptcy Code with respect to the matters upon which it is engaged;*

11 (g) *In its capacity as Claims and Noticing Agent in these chapter 11 cases, Kroll will not intentionally misrepresent any fact to any person;*

12 (h) *Kroll shall be under the supervision and control of the Clerk’s office with respect to the receipt and recordation of claims and claim transfers;*

13 (i) *Kroll will comply with all requests of the Clerk’s office and the guidelines promulgated by the Judicial Conference of the United States for the implementation of 28 U.S.C. § 156(c); and*

14 (j) *None of the services provided by Kroll as Claims and Noticing Agent in these chapter 11 cases shall be at the expense of the Clerk’s office.*

15 5. In accordance with 11 U.S.C. § 327(a) and Federal Rule of Bankruptcy Procedure
 16 2014, I caused to be submitted for review by our conflicts system the names of all known potential
 17 parties in interest (the “**Potential Parties in Interest**”) in these chapter 11 cases. The list of
 18 Potential Parties in Interest was provided by the Debtors and included, among other parties, the
 19 Debtors, non-Debtor affiliates, current and former directors and officers of the Debtors, significant
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1 stockholders, creditors and lenders, the Debtors' 20 largest unsecured creditors, contract
 2 counterparties, landlords, vendors, insurers, utilities, governmental authorities, the United States
 3 Trustee and persons employed in the office of the United States Trustee, and other parties. The
 4 results of the conflict check were compiled and reviewed by Kroll professionals under my
 5 supervision. At this time, and as set forth in further detail herein, Kroll is not aware of any
 6 connection that would present a disqualifying conflict of interest. Should Kroll discover any new
 7 relevant facts or connections bearing on the matters described herein during the period of its
 8 retention, Kroll will use reasonable efforts to file promptly a supplemental declaration.

10 6. To the best of my knowledge, and based solely upon information provided to me
 11 by the Debtor, and except as provided herein, neither Kroll, nor any of its professionals, has any
 12 materially adverse connection to the Debtor, its creditors or other relevant parties. Kroll may have
 13 relationships with certain of the Debtor's creditors as vendors or in connection with cases in which
 14 Kroll serves or has served in a neutral capacity as claims and noticing agent and/or administrative
 15 advisor for another chapter 11 debtor.

17 7. Certain of Kroll's professionals were partners of or formerly employed by firms
 18 that are providing or may provide professional services to parties in interest in these cases. Such
 19 firms include Kirkland & Ellis LLP; Weil, Gotshal & Manges LLP; O'Melveny & Myers LLP;
 20 Mayer Brown LLP; Fried, Frank, Harris, Shriver & Jacobson LLP; Bracewell LLP; Proskauer
 21 Rose LLP; Curtis, Mallet-Prevost, Colt & Mosle LLP; Baker & Hostetler LLP; Togut, Segal &
 22 Segal LLP; Gibson, Dunn & Crutcher LLP; Willkie Farr & Gallagher LLP; Jones Day; Shearman
 23 & Sterling LLP; KPMG LLP; PricewaterhouseCoopers LLP; Epiq Bankruptcy Solutions, LLC;
 24 Donlin, Recano & Company, Inc. and Kurtzman Carson Consultants LLC. Except as may be
 25 disclosed herein, these professionals did not work on any matters involving the Debtor while
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1 employed by their previous firms. Moreover, these professionals were not employed by their
 2 previous firms when these chapter 11 cases were filed.

3 8. Kroll has and will continue to represent clients in matters unrelated to these chapter
 4 11 cases. In addition, Kroll and its personnel have and will continue to have relationships
 5 personally or in the ordinary course of its business with certain vendors, professionals, financial
 6 institutions, and other parties in interest that may be involved in the Debtor's chapter 11 cases.
 7 Kroll may also provide professional services to entities or persons that may be creditors or parties
 8 in interest in these chapter 11 cases, which services do not directly relate to, or have any direct
 9 connection with, these chapter 11 cases or the Debtor.

10 9. Kroll, and its personnel in their individual capacities, regularly utilize the services
 11 of law firms, investment banking and advisory firms, accounting firms, and financial
 12 advisors. Such firms engaged by Kroll or its personnel may appear in chapter 11 cases
 13 representing the Debtor or parties in interest. All engagements where such firms represent Kroll
 14 or its personnel in their individual capacities are unrelated to these chapter 11 cases.

15 10. Kroll is an indirect subsidiary of Kroll, LLC ("Kroll Parent"). Kroll Parent is the
 16 world's premier provider of services and digital products related to governance, risk and
 17 transparency. Within the Kroll Parent corporate structure, Kroll operates independently from Kroll
 18 Parent. As such, any relationships that Kroll Parent and its affiliates maintain do not create an
 19 interest of Kroll's that is materially adverse to the Debtor's estate or any class of creditors or
 20 security holders. Kroll Parent is not currently identified on the Potential Parties in Interest list, but
 21 Kroll makes this disclosure out of an abundance of caution.

22 11. As part of its conflicts check process, Kroll submitted for review by each of its
 23 partners and employees the list of Potential Parties in Interest provided by the Debtor to determine
 24 whether any partner or employee holds an adverse interest to any of the Debtor and/or is a
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1 “disinterested person,” as such term is defined in the Bankruptcy Code. In addition, the partners
 2 and employees of Kroll were asked to review their investment holdings, to the extent possible, to
 3 determine whether they have any direct or indirect ownership of the Debtor’s securities. Upon
 4 information and belief, and upon such reasonable inquiry by Kroll and the results thereof, Kroll is
 5 not aware that any of its partners or employees directly or indirectly own any debt or equity
 6 securities of a company that is a Debtor or of any of its affiliates. Moreover, Kroll has a policy
 7 prohibiting its partners and employees from using confidential information that may come to their
 8 attention in the course of their work. In this regard, subject to non-discretionary Investment Funds
 9 (as defined below), all Kroll partners and employees are barred from trading in securities with
 10 respect to matters in which Kroll is retained.

12 12. As a general matter, in the infrequent case when a Kroll partner or employee may,
 13 directly or indirectly, own a debt or equity security of a company which may become or becomes
 14 a debtor or a debtor affiliate, such ownership would be substantially less than one percent of any
 15 such debtor or debtor affiliate. Additionally, from time to time, Kroll partners or employees may
 16 personally invest in mutual funds, retirement funds, private equity funds, venture capital funds,
 17 hedge funds and other types of investment funds (the “Investment Funds”), through which such
 18 individuals may indirectly acquire a debt or equity security of many companies, one of which may
 19 be the Debtor or its affiliates. Any partner or employee who has made any such investment does
 20 not manage or otherwise control such Investment Fund. The Investment Funds are managed by
 21 third parties, and Kroll partners or employees that may invest in the particular Investment Fund
 22 have no influence, discretion, or control over the Investment Fund’s decision to buy, sell or vote
 23 any particular debt or equity securities comprising the particular Investment Fund and in certain
 24 instances, partners or employees may not be aware of the particular debt or equity securities
 25 comprising the particular Investment Fund.

1 13. Based on the foregoing, I believe that Kroll is a “disinterested person” as that term
2 is defined in section 101(14) of the Bankruptcy Code. Moreover, to the best of my knowledge and
3 belief, neither Kroll nor any of its partners or employees hold or represent any interest materially
4 adverse to the Debtor’s estate with respect to any matter upon which Kroll is to be engaged.
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6 Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true
7 and correct to the best of my information, knowledge and belief.
8

9 Executed on May 9, 2022
10 _____
11 */s/ Benjamin J. Steele*
12 Benjamin J. Steele
13 Managing Director
14 Kroll Restructuring Administration LLC
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16 New York, NY 10055
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